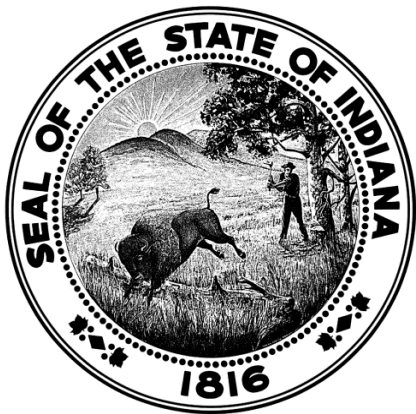


State of Indiana  
Office of the Secretary of State  
Certificate of Incorporation  
of  
**INDIANA AIDS FUND, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective  
Wednesday, June 13, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 13, 2018

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201806131262922 / 7937409

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**ARTICLES OF INCORPORATION**

Formed pursuant to the provisions of the Indiana Code.

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

**BUSINESS ID** 201806131262922  
**BUSINESS TYPE** Domestic Nonprofit Corporation  
**BUSINESS NAME** INDIANA AIDS FUND, INC.  
**PRINCIPAL OFFICE ADDRESS** 429 Vermont Street, Suite 300, Indianapolis, IN, 46202, USA

**ARTICLE II - REGISTERED OFFICE AND ADDRESS**

**REGISTERED AGENT TYPE** Individual  
**NAME** Jason E Grisell  
**ADDRESS** 429 Vermont Street, Suite 300, Indianapolis, IN, 46202, USA  
**SERVICE OF PROCESS EMAIL** disaacs@bgdlegal.com

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted and is publicly viewable.

**ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE**

**PERIOD OF DURATION** Perpetual  
**EFFECTIVE DATE** 06/13/2018  
**EFFECTIVE TIME** 01:06PM

**ARTICLE IV - PRINCIPAL(S)**

**TITLE** Chairman  
**NAME** Peter Slaymaker  
**ADDRESS** 87 West 43rd Street, Indianapolis, IN, 46208, USA

**TITLE** Vice-Chair  
**NAME** Robert P Schmid  
**ADDRESS** 14225 Oakbrook Court, Carmel, IN, 46033, USA

**TITLE** Treasurer  
**NAME** Ninya Bostic  
**ADDRESS** 7832 Preservation Drive, Indianapolis, IN, 46278, USA

**TITLE** Secretary  
**NAME** Ninya Bostic  
**ADDRESS** 7832 Preservation Drive, Indianapolis, IN, 46278, USA

**ARTICLE V - INCORPORATOR(S)**

**NAME** Dwayne C Isaacs  
**ADDRESS** 10 West Market, 2700, Indianapolis, IN, 46204, USA

**ARTICLE VI - GENERAL INFORMATION**

**STATEMENT OF PURPOSE**

The Corporation shall operate exclusively in furtherance of educational, scientific, religious and/or charitable purposes, or for any other purpose authorized under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded (hereinafter referred to as the "Code"), and no part of its net earnings shall inure to the benefit of any private individual.

**TYPE OF CORPORATION** Public benefit corporation, which is organized for a public or charitable purpose

**WILL THE CORPORATION HAVE MEMBERS?** Yes

**DISTRIBUTION OF ASSETS**

Distribution upon dissolution to be made to the sole member, The Health Foundation of Greater Indianapolis, Inc.

**APPROVED AND FILED**  
CONNIE LAWSON  
INDIANA SECRETARY OF STATE  
06/13/2018 01:42 PM

**SIGNATURE**

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT, EXECUTE THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **June 13, 2018**.

**SIGNATURE**            Dwayne C Isaacs  
**TITLE**                    Incorporator

Business ID : 201806131262922  
Filing No : 7937409

**APPROVED AND FILED**  
CONNIE LAWSON  
INDIANA SECRETARY OF STATE  
06/14/2018 09:00 AM

**ARTICLES OF AMENDMENT**

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

**BUSINESS ID** 201806131262922  
**BUSINESS TYPE** Domestic Nonprofit Corporation  
**BUSINESS NAME** INDIANA AIDS FUND, INC.  
**PRINCIPAL OFFICE ADDRESS** 429 Vermont Street, Suite 300, Indianapolis, IN, 46202, USA  
**DATE AMENDMENT WAS ADOPTED** 06/13/2018

**EFFECTIVE DATE**

**EFFECTIVE DATE** 06/13/2018  
**EFFECTIVE TIME** 04:56PM

**SIGNATURE**

THE MANNER OF THE ADOPTION OF THE ARTICLES OF BUSINESS AMENDMENT AND THE VOTE BY WHICH THEY WERE ADOPTED CONSTITUTE FULL LEGAL COMPLIANCE WITH THE PROVISIONS OF THE ACT, THE ARTICLES OF INCORPORATION, AND THE BYLAWS OF THE CORPORATION.

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS AMENDMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **June 13, 2018**.

**SIGNATURE** Dwayne C Isaacs  
**TITLE** Legal Representative

Business ID : 201806131262922  
Filing No. : 7937976

**ARTICLES OF INCORPORATION  
OF  
INDIANA AIDS FUND, INC.**

The undersigned hereby incorporates a nonprofit corporation (“Corporation”) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (“Act”), and for that purpose adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Principal Office**

The name of the Corporation is Indiana AIDS Fund, Inc. The principal office of the Corporation shall be located at 429 East Vermont Street, Suite 300, Indianapolis, Indiana 46202.

**ARTICLE II**

**Registered Office and Registered Agent**

The office of the registered agent shall be located in Indianapolis, Indiana, at 429 East Vermont Street, Suite 300, Indianapolis, Indiana 46202, and the name of its registered agent at such address shall be Jason E. Grisell.

The Signatory represents that the Registered Agent named in the application has consented to the appointment of Registered Agent.

**ARTICLE III**

**Name and Address of Incorporator**

The name and address of the incorporator of the Corporation is Dwayne C. Isaacs, 10 West Market Street, Suite 2700, Indianapolis, IN 46204.

**ARTICLE IV**

**Purposes**

**Section 1. Type of Corporation.** This Corporation is a public benefit corporation.

**Section 2. General Purposes.** The Corporation shall operate exclusively in furtherance of educational, scientific, religious and/or charitable purposes, or for any other purpose authorized under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded (hereinafter referred to as the “Code”), and no part of its net earnings shall inure to the benefit of any private individual.

**Section 3. Collection and Disbursement of Contributions from the General Public.** The Corporation shall collect contributions from the general public, including, without limiting the generality thereof, individuals, firms, partnerships, associations and corporations in the name of the Corporation or in the name of any fund or entity heretofore and hereinafter designated by it pursuant to resolution adopted by its Board of Directors, and to disburse such funds for the purposes set forth in Section 2 of this Article.

**Section 4. Ancillary Purposes.** The Corporation shall do everything which is helpful, necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and do all other things incidental thereto or connected therewith which are not forbidden by the Act, or by these Articles of Incorporation, as amended from time to time, as well as any and all things which will not impair the Corporation's status as an exempt organization under the provisions of Code Section 501(c)(3).

## ARTICLE V

### Powers

**Section 1. Powers of the Corporation.** Subject to any specific written limitations or restrictions imposed by the Act or other law, or by these Articles of Incorporation as amended from time to time or by the provisions of Section 501(c)(3) of the Internal Revenue Code as from time to time amended or superseded, and solely in furtherance of, but not in addition to, the purposes set forth in Article IV above, the Corporation shall have and exercise all the powers specified in the Act; provided, however, that such powers as hereinafter enumerated which are not in themselves in furtherance of its exempt purposes shall not be exercised by this Corporation except as an unsubstantial part of its activities:

(a) **Capacity to Act.** The Corporation shall have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Article IV above, and such as are not repugnant to law.

(b) **Appointment of Officers and Agents.** The Corporation may elect or appoint officers and agents, define their duties and fix their compensation.

(c) **Acting as Agent.** The Corporation may act in the capacity of agent or representative for any individual, association, corporation, trust or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Article IV above.

(d) **Solicitation of Funds.** The Corporation may solicit, whether by way of outright, limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds, including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of the Corporation.

(e) Borrowing Money. The Corporation may borrow money and evidence the same by notes, bonds and other usual forms of security, and secure the payment of any of its obligations by mortgages or deeds of trust of its property, real and personal, and acquire by purchase, lease or other form of contract, and thereafter hold and enjoy any real and personal property that may be necessary, useful or convenient in furthering its purpose as declared in Article IV of these Articles of Incorporation, and lease, sell and convey any real or personal property it may own, however it may have been acquired, but not inconsistent with the provisions of Section 2 of Article IV hereof authorizing the acceptance and acquisition of real and personal property by gift, devise or bequest, and subject to such conditions or terms as the grantor or testator may direct or prescribe in the making of such gifts, devises or bequests.

(f) Compensation Approval. The Corporation shall exercise the power to approve all arrangements in advance of paying any compensation. At that time, the Corporation will determine all reasonable compensation for officers, directors, employees, and independent contractors on an hourly basis.

(g) General Powers. The Corporation may exercise and enjoy all of the general powers not expressly enumerated herein as are set forth in the Act.

(h) Legislation. No part of the activities of the Corporation shall be devoted to influence legislation.

(i) Political Campaigns. The Corporation shall not participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

## Section 2. Limitation of Activities.

(a) Income Distribution. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(b) Self-Dealing. The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing as defined by Code Section 4941;

(c) Excess Business Holdings. The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holding imposed by Code Section 4943;

(d) Investment Restriction. The Corporation shall not make any investments in such manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Cod Section 4944; and



(e) Taxable Expenditures. The Corporation shall not make any taxable expenditures which would subject it to the taxes on taxable expenditures imposed by Code Section 4945.

## ARTICLE VI

### Term of Existence

The period during which the Corporation shall continue is perpetual.

## ARTICLE VII

### Member

The Health Foundation of Greater Indianapolis, Inc. shall be the sole member of the Corporation (the "Sole Corporate Member").

## ARTICLE VIII

### Board of Directors

Section 1. Number of Directors. The Board of Directors of the Corporation shall be composed of not less than eleven (11), nor more than twenty two (22) directors; provided, however, that the exact number of directors shall be as specified in the By-Laws of the Corporation.

Section 2. Code of By-Laws. The power to make, alter, supplement, amend or repeal the By-Laws of the Corporation is vested in the Sole Corporate Member. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation, the Act, and the laws of the State of Indiana, including provisions respecting the calling, holding and manner of conducting annual, regular and special meetings of the Board of Directors, the qualifications, obligations and rights of other members of the Corporation, if any; the powers, duties, tenure and qualifications of directors and officers of the Corporation; and the time, place and manner of electing them; requirement for bonding officers or employees; and other by-laws relating to the regulation and management of the affairs of the Corporation.

## ARTICLE IX

### Statement of Property

The Corporation does not have any property, either real or personal, at the date of its incorporation.

## ARTICLE X

### Provisions for Regulation of Business and Conduct of Affairs of Corporation

**Section 1. Meetings of Board of Directors.** Meetings of the Board of Directors shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof; and if not so specified, then at the principal office of the Corporation.

**Section 2. Amendment of Articles of Incorporation.** The Corporation reserves the right, from time to time, to amend all or any part of the provisions contained in these Articles. The Amendment shall be proposed by, and submitted to a vote of, the Board of Directors.

**Section 3. Creation of Executive Committee.** The Board of Directors may create an Executive Committee from among the members of its Board and its officers, and the Board may delegate to the committee such authority and responsibilities as it may decide upon from time to time by appropriate provisions in its By-Laws or by a resolution adopted by a majority vote of those present at any regular or special meeting of the directors.

**Section 4. Identity of Contributors.** Except as otherwise required by law, the Board of Directors may refuse to disclose information as to the identity of contributors to the Corporation if the Board of Directors believes that non-disclosure of such information is in the best interests of the Corporation.

## ARTICLE XI

### Dissolution

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation by distributing all such assets to The Health Foundation of Greater Indianapolis, Inc., if The Health Foundation of Greater Indianapolis, Inc. is then in existence and recognized as a private foundation under section 509 of the Code, or if not, the Corporation's Board of Directors shall direct such assets to such organization or organizations which are: (1) organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organizations under Code Section 501(c)(3) as the Board of Directors of the Corporation may determine or (2) organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors determine.

## ARTICLE XII

### Indemnification

#### Section 1. Definitions.

(a) “Director” means an individual who is or was a director of the Corporation or any subsidiary of the Corporation, or an individual who, while a director of the Corporation, is or was serving at the Sole Corporate Member’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Sole Corporate Member’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) “Expenses” include counsel fees.

(c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), and/or reasonable expenses incurred with respect to a proceeding.

(d) “Official Capacity” means:

(1) when used with respect to a director, the office of director in the Corporation or its subsidiaries, as the case may be; and

(2) when used with respect to an individual other than a director, as contemplated in Section 7 of this Article, the office in the Corporation or its subsidiaries, as the case may be, held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

“Official Capacity” does not include service for any other foreign or domestic corporation, except the Corporation’s subsidiaries, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

(e) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

**Section 2. Optional Indemnification.** The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- (a) The individual's conduct was in good faith; and
- (b) The individual reasonably believed:
  - (1) in the case of conduct in the individual's official capacity with the Corporation or its subsidiaries, as the case may be, that the individual's conduct was in its best interests; and
  - (2) in all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation, as the case may be; and
- (c) In the case of any criminal proceeding, the individual either:
  - (1) had reasonable cause to believe the individual's conduct was lawful;or
  - (2) had no reasonable cause to believe the individual's conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(2) of this Section.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

**Section 3. Mandatory Indemnification.** The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Corporation or of a subsidiary of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

**Section 4. Expense Reimbursement.** The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article;

(b) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by subsection (b) of this Section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 6 of this Article.

**Section 5. Court Ordered Indemnification.** A director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines:

(a) The director is entitled to mandatory indemnification under Section 3 of this Article, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification; or

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article.

**Section 6. Procedure.** The Corporation may not indemnify a director under Section 2 of this Article unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2 of this Article.

The determination shall be made by any one (1) of the following procedures:

(a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

(b) If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding.

(c) By special legal counsel:

(1) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this Section; or

(2) if a quorum of the Board of Directors cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

Section 7. Miscellaneous Indemnification Provisions. An officer of the Corporation or of a subsidiary of the Corporation, whether or not a director, is entitled to mandatory indemnification under Section 3 of this Article and is entitled to apply for court ordered indemnification under Section 5 of this Article, in each case to the same extent as a director.

The Corporation may indemnify and advance expenses hereunder to an officer, employee, or agent of the Corporation or of a subsidiary of the Corporation, whether or not a director, to the same extent as to a director.

The Corporation may also indemnify and advance expenses to an officer, employee, or agent, whether or not a director, to the extent, consistent with public policy, that may be provided by these Articles of Incorporation, the By-Laws, general or specific action of the Board of Directors, or by contract.

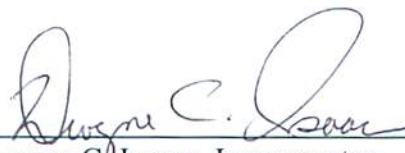
The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or of a subsidiary of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Sections 2 or 3 of this Article; provided, however, that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty hereunder to indemnify any such person to the extent such liabilities are covered by insurance.

The rights of indemnification provided hereunder shall continue to exist as to a person who has ceased to be a director, officer, or employee or agent of the Corporation, or of any of its subsidiaries, and shall inure to the benefit of the heirs, executors and administrators of any such person. The indemnification provided by this Article shall be applicable to all proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

The provisions of this Article do not limit the Corporation's power to pay or reimburse expenses incurred by a director, officer, employee or agent in connection with the person's appearance as a witness in a proceeding at a time when the person has not been made a named defendant or respondent to the proceeding.

The indemnification provisions herein are intended to encompass the provisions of Sections 23-17-16-1 through 23-17-16-15 of the Act, as from time to time amended, as modified by these Articles of Incorporation as permitted by Section 23-17-16-15 of the Act, as from time to time amended.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies that the facts contained herein are true this 13<sup>th</sup> day of June, 2018.

  
\_\_\_\_\_  
Dwayne C. Isaacs, Incorporator

This instrument was prepared by Dwayne C. Isaacs, Attorney at Law, Bingham Greenebaum Doll LLP, 10 West Market Street, 2700 Market Tower, Indianapolis, IN 46204; (317) 635-8900; [disaacs@bgdlegal.com](mailto:disaacs@bgdlegal.com).

CONFLICT OF INTEREST POLICY

OF

INDIANA AIDS FUND, INC.

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect the interest of the Indiana Aids Fund, Inc., which is a tax-exempt organization (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



ARTICLE III  
PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of

the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### ARTICLE V COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### ARTICLE VI ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII  
PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII  
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Accepted and adopted as of June 13, 2018.

BY-LAWS  
OF  
INDIANA AIDS FUND, INC.

ARTICLE I  
Name, Location and Seal

Section 1. Name. The name of the Corporation shall be Indiana AIDS Fund, Inc.

Section 2. Location. The post office address of its principal office is -- 429 East Vermont Street, Suite 300, Indianapolis, Indiana 46202. The name and address of its registered agent and registered office is Jason E. Grisell, 429 East Vermont Street, Suite 300, Indianapolis, Indiana 46202. The location of its principal office, or the designation of its registered agent or registered office, or both, may be changed at any time, or from time to time when authorized by the Board of Directors, by filing with the Secretary of State on or before the day any such change is to take effect, or within ten (10) days after the termination of the resident agent's agency, a certificate signed by the President and the Secretary of the Corporation, and verified under oath by one of such officers signing the same, stating the change to be made and reciting that such change is made pursuant to authorization by the Board of Directors.

Section 3. Seal. The Corporation may have a seal. About the periphery of the seal shall appear the words "Indiana AIDS Fund, Inc." and "State of Indiana". In the center of the seal shall appear the word "Seal". The absence of the corporate seal from any document shall not affect in any way the validity or effect of such document.

ARTICLE II  
Calendar Year

The accounting period shall be a calendar year.

ARTICLE III  
Member

The Health Foundation of Greater Indianapolis, Inc. (the "Sole Corporate Member") shall be the sole member of the Corporation.

ARTICLE IV  
Board of Directors

Section 1. Powers of Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, a Board of Directors, subject to the Articles of Incorporation and these By-Laws. Notwithstanding the foregoing statement, neither the Corporation nor any of its officers, directors, employees or

other representatives shall have the power or authority to do any act that will prevent the Corporation from being an organization exempt from taxation under Section 509 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, (the "Code"). The Directors and each of them shall have no authority to bind the Corporation except when acting as a Board, or as a duly authorized committee thereof. The Board of Directors shall have the power to fix the salaries of all Directors and officers, and to employ and discharge all employees and appointed officers, and to fix the wages and salaries thereof; or said Board may authorize any one or more of its officers to do so.

Section 2. Appointment and Qualification; Term. The initial Board of Directors shall consist of eleven (11) Directors. Thereafter, Directors shall be appointed by the Sole Corporate Member. The Sole Corporate Member shall appoint Directors such that the Board of Directors shall consist of the same persons then serving on the Board of Directors of the Sole Corporate Member. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall reduce the number of Directors to less than eleven (11), no increase shall increase the number of Directors to more than twenty-two (22). The Sole Corporate Member shall determine the term for each Director.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors caused by death, resignation, increase in number of Directors, or otherwise, shall be filled by the Sole Corporate Member.

Section 4. Resignation. A Director may resign at any time by delivering written notice to the Board Chair, if any, or to the President or the Secretary of the Corporation. The resignation is effective on the date accepted by the Board of Directors unless the notice specifies a different effective date that is accepted by the Board of Directors.

Section 5. Removal. Any Director may be removed with or without cause by the Sole Corporate Member.

Section 6. Annual Meeting. The Board of Directors shall meet annually, in January, for the purpose of organization and consideration of any business that may be brought before the meeting. Directors shall be informed of any change to this date at least 60 days in advance of the meeting.

Section 7. Other Meetings. Other meetings of the Board of Directors may be held upon the call of the Board Chair, or of six (6) of the members of the Board of Directors of the Corporation at such place, within the State of Indiana, upon ten (10) days' notice, specifying the time, place and general purposes of the meeting, given to each Director, either personally or by mail. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notices may likewise be waived by absent Directors, by written instrument, executed either before or after such meeting. By a special resolution adopted by the Board, the Board may establish regular periodic meetings to be held without the requirement of notice of such meeting to the members of the Board.

Section 8. Quorum and Actions of Board. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. A quorum of the Board

of Directors must be present at the time an action is taken for the action to be validly adopted; if a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if the action is taken by a majority of the members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Director or each member of a committee, and included in the minutes or filed with the corporate records reflecting the action taken. The consent is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date. The consent has the effect of a meeting vote and may be described as such in any document.

Section 10. Participation in Meetings When Not in Attendance. Any or all Directors may participate in an annual, regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## ARTICLE V Officers

Section 1. Appointment. The Sole Corporate Member shall appoint a Board Chair, a Secretary, and any other offices that the Sole Corporate Member desires to create, including but not limited to one or more Vice-Presidents. The Sole Corporate Member shall appoint officers such that the officers of the Corporation shall consist of the same persons, in the same positions, that are then serving as officers of the Sole Corporate Member.

Section 2. Removal. Any appointed officer of the Corporation may be removed at any time by the Sole Corporate Member.

Section 3. Board Chair. The Board Chair shall perform all duties incident to the office of Chairperson of the Board, and any other duties as described in the governance policies of the board. The Board Chair shall appoint the Members of each standing Board Committee and shall serve as an Ex Officio Member of each standing Board Committee. The Board Chair shall appoint all other Board Committees.

Section 4. The Vice-Chair. The Vice-Chair, if any, shall perform all duties incumbent upon the Board Chair during the absence or disability of the Board Chair, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

Section 5. The Secretary. The Secretary shall attend all sessions of the Board of Directors and shall act as clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the Directors to be given by the President.

Section 6. The Treasurer. The Treasurer, if any, shall have custody of the corporate funds and securities and shall keep full and accurate account of all receipts and disbursements, and shall deposit all moneys to the credit of the Corporation in such depository as may be prescribed by the Board of Directors from time to time.

Section 7. Resignation. An officer may resign at any time by delivering written notice to the Board Chair, if any, or to the President or the Secretary of the Corporation. The resignation is effective on the date accepted by the Board of Directors unless the notice specifies a different effective date that is accepted by the Board of Directors.

## ARTICLE VI Executive Committee

The Executive Committee shall be composed of the appointed officers, the immediate past board chair (if existing), and the Chair of any standing committee, and shall conduct that business of the Corporation that cannot be delayed until the next meeting of the Board of Directors. Any actions of the Executive Committee shall be submitted for approval at the next meeting of the Board of Directors. The Board Chair shall chair the Executive Committee.

## ARTICLE VII Personnel

Section 1. Chief Executive Officer. The CEO shall be responsible to the Board of Directors for the day-to-day operation of the Corporation and for the implementation of Board policy as described in the governance policies of the Board. The CEO shall be called the President. Any change in the responsibilities of the CEO or the individual fulfilling this position will be by action of the Sole Corporate Member.

Section 2. Staff. The staff operations of the Corporation shall be the responsibility of the CEO. Additional staff positions may be engaged only upon approval of the Board.

## ARTICLE VIII Board Committees

Section 1. Finance Committee. The Finance Committee shall assist and oversee the utilization of corporate funds. It shall review budgets and investment policies established by the Board of Directors. This Committee will work with stock brokers, banks, and other sources to determine those investments that will meet the criteria of Internal Revenue Code concerning investments by charitable organizations. The Treasurer of the Corporation shall be chairperson of the Finance Committee.

Section 2. Other Board Committees. The Board Chair shall appoint all other Board Committees.

ARTICLE IX  
Staff Committees

Section 1. Appointment of Staff Committees. The CEO shall appoint the members of each Staff Committee and shall serve as the Chairperson of such committees.

Section 2. Staff Committees. Staff Committees will be established by the CEO and will review all grant requests, evaluate previous grant awards, and make recommendations to the Board of Directors, all in accordance with Board policy.

Section 3. Ad Hoc Staff Committees. Ad hoc Staff Committees will be established as necessary by the CEO.

ARTICLE X  
Compensation

Section 1. CEO Compensation. The Board of Directors shall establish the compensation of the CEO.

Section 2. Staff Compensation. The CEO shall make salary and benefit recommendations during the budget process.

ARTICLE XI  
Rules of Order

All meetings of the Board of Directors or any committee shall be governed by the rules contained in the then current edition of Roberts Rules of Order, Revised, insofar as those rules are not inconsistent with the laws of Indiana, Articles of Incorporation, and this Code of By-Laws, or any special rules of order adopted by the Board of Directors or the given committee.

ARTICLE XII  
Amendments

The Sole Corporate Member reserves the right to make, amend, alter, change or repeal any provisions contained in the By-Laws of the Corporation or in any amendment thereto; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code, or would have the effect of disqualifying contributions to the Corporation for deduction under Sections 170(c)(2), 2055(a)(2) or 2522 of the Code.

ARTICLE XIII  
Dissolution

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation by distributing all such assets to the



Sole Corporate Member, if the Sole Corporate Member is then in existence and recognized as a private charity under section 501(c)(3) of the Code, or if not, the Corporation's Board of Directors shall direct such assets to such organization or organizations which are: (1) organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organizations under Code Section 501(c)(3) as the Board of Directors of the Corporation may determine or (2) organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors determine.

ARTICLE XIV  
The Indiana Nonprofit Corporation Act of 1991

The provisions of the Act, applicable to any of the matters not herein specifically covered by these By-Laws, are hereby incorporated by reference in and made a part of these By-Laws.

Accepted and adopted this 13<sup>th</sup> day of June, 2018.

**INDIANA AIDS FUND, INC.**

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**UNANIMOUS CONSENT OF DIRECTORS AND SOLE CORPORATE MEMBER  
TO ORGANIZATION OF CORPORATION**

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The undersigned, being all of the members of the Board of Directors of Indiana AIDS Fund, Inc., an Indiana corporation (the "Corporation"), and The Health Foundation of Greater Indianapolis, Inc. (the "Sole Corporate Member"), pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended, hereby consent to the following actions by the Board of Directors of the Corporation in lieu of an organizational meeting:

**Approval of Organizational Documents**

RESOLVED, that a minute book be created for the Corporation and that the following documents be, and they hereby are, approved and adopted by the Corporation and shall be placed in the minute book:

- (a) Articles of Incorporation and the Certificate of Incorporation issued by the Secretary of State of Indiana;
- (b) Code of By-Laws in the form attached hereto as Exhibit A; and
- (c) Conflict of Interest Policy in the form attached hereto as Exhibit B.

**Ratification of Acts of Incorporator**

RESOLVED, that all actions of Dwayne C. Isaacs, as Incorporator of the Corporation, heretofore taken for or on behalf of the Corporation (including but not limited to filing the Articles of Incorporation), be, and they hereby are, ratified, confirmed and approved in all respects.

**Acceptance of Directorships**

RESOLVED, that, as evidenced by execution of this Consent, the initial members of the Board of Directors designated in the Consent of the Incorporator hereby accept their respective positions as members of the Board of the Corporation.

**Term of Directors**

RESOLVED, that the following Directors of the Corporation be, and they hereby are, appointed to the following terms.

Ninya Bostic	Term Ending _____
Michael Carter	Term Ending _____
Teresa C. Craig	Term Ending _____
Brad Jacklin	Term Ending _____
Dr. Lynn Klus	Term Ending _____
Jon Markee	Term Ending _____
Sean Obermeyer	Term Ending _____
Robert P. Schmid	Term Ending _____
Peter Slaymaker	Term Ending _____
Christian Smeltzer	Term Ending _____
James Spain	Term Ending _____

**Appointment of Officers**

RESOLVED, that the following persons be, and they hereby are, appointed to serve as officers of the Corporation, to hold these offices until the first annual meeting of the Board of Directors and thereafter until their respective successors shall have been appointed, or until their earlier death, resignation or removal from office:

Peter Slaymaker	Board Chair
Robert P. Schmid	Vice-chair
Ninya Bostic	Secretary/Treasurer

**Expenses of Organization**

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to pay all costs and expenses incident to or arising out of the organization of the Corporation, including legal fees, and to reimburse any person who has made any disbursements therefore.

**Execution of Additional Organizational Documents**

RESOLVED, that any officers be, and hereby are, authorized and directed, for and on behalf of the Corporation, and at any time and from time to time hereafter and without further action by or authority or direction from the Board of Directors of the Corporation, to execute and deliver or cause to be executed or delivered on behalf of the Corporation, all such other and further agreements, requests, statements, instruments, and documents, and to do or cause to be done all such other and further acts and things as any officer may determine necessary or advisable in connection with the organization of the Corporation or to effect these Resolutions, including but not limited to the execution of documents the officer deems necessary or desirable in order for the Corporation to be recognized as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; and

RESOLVED, that any officers be, and hereby are, authorized and directed, for and on behalf of the Corporation, to apply for recognition of tax exempt status with the Internal Revenue Service and the Indiana Department of Revenue, if necessary.

**Signatures**

RESOLVED, that this Unanimous Consent may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument, which shall be filed with the minutes of the Board of Directors of this Corporation.

Dated effective as of this 13<sup>th</sup> day of June 2018.

**THE HEALTH FOUNDATION OF  
GREATER INDIANAPOLIS, INC., Sole  
Member**

By: Jason E. Grisell  
Jason E. Grisell, CEO & President

**INDIANA AIDS FUND, INC.**

Ninya Bostic  
Ninya Bostic, Director

Michael A. Carter  
Michael Carter, Director

Teresa C. Craig  
Teresa C. Craig, Director

Brad Jacklin  
Brad Jacklin, Director

Lynn Klus, M.D.  
Dr. Lynn Klus, Director

Robert P. Schmid  
Robert P. Schmid, Director

Jon Markee  
Jon Markee, Director

*Peter Slaymake*

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Peter Slaymaker, Director

*C. Smeltzer*

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Christian Smeltzer, Director

*Sean Obermeyer*

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Sean Obermeyer, Director

*James Spain*

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James Spain, Director

EXHIBIT A

Code of By-Laws

CONFLICT OF INTEREST POLICY

OF

INDIANA AIDS FUND, INC.

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect the interest of the Indiana Aids Fund, Inc., which is a tax-exempt organization (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III  
PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.



4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV  
RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V  
COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI  
ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII  
PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII  
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Accepted and adopted as of June 13, 2018.

INDIANA AIDS FUND, INC.

Conflict of Interest Statement

I have received a copy of the Code of Conduct and Conflict of Interest Policy, which I have read and understand. I agree to comply with the Code of Conduct and Conflict of Interest Policy, and understand that in order to maintain its federal tax exemption, the Indiana AIDS Fund, Inc. must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal or business relationship is engaged in any transaction or activity or has any relationship that may represent a potential competing or conflicting interest, as defined in the Code of Conduct and Conflict of Interest Policy.

Further, to the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal, business, or compensated professional relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to become the recipient of any substantial gifts or favors that might be covered by the Code of Conduct and Conflict of Interest Policy.

\_\_\_\_\_ Without exception

\_\_\_\_\_ Except as described in the attached statement

Date:

Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_

**INDIANA AIDS FUND, INC.**

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**CONSENT OF THE INCORPORATOR**

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As of June 13, 2018

The undersigned, being the sole incorporator of the **Indiana AIDS Fund, Inc.**, a corporation duly organized and existing under the laws of the State of Indiana (the “Corporation”), and The Health Foundation of Greater Indianapolis, Inc. (the “Sole Corporate Member”), pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended, hereby affirmatively adopts the following resolutions:

**RESOLVED**, that a copy of the Articles of Incorporation and the original Certificate of Incorporation issued by the Secretary of the State of Indiana be placed in the minute book of the Corporation; and

**RESOLVED, FURTHER**, that the following persons shall serve as the Board of Directors of the Corporation, and the term of each Director shall be selected by the Sole Corporate Member of the Corporation in accordance with the Articles of Incorporation or By-Laws of the Corporation:

Ninya Bostic  
Michael Carter  
Teresa C. Craig  
Brad Jacklin  
Dr. Lynn Klus  
Jon Markee

Sean Obermeyer  
Robert P. Schmid  
Peter Slaymaker  
Christian Smeltzer  
James Spain

*Dwayne Isao*

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Dwayne C. Isaacs, Incorporator

**The Health Foundation of Greater  
Indianapolis, Inc., Sole Corporate Member**

By: *Jason Grisell*  

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Jason E. Grisell, CEO and President



**The Health Foundation of Greater Indianapolis, Inc  
Indiana AIDS Fund, Inc**

**NAME AND ADDRESS OF REGISTERED AGENT**

**The address of the registered office of the corporation(s) is  
429 E Vermont Street, Suite 300, Indianapolis, IN 46202  
and the registered agent at such address is Jason Grisell**